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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 23372-V FILED
FEB 22 '02 3-17 PM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

February 22, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Assignment, dated as of February 22, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Rider No. 11 previously filed with the Board under Recordation Number 23372-T.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Corporation
One Centerpointe Drive
Suite 200
Lake Oswego, OR 97035

Assignee: First Union Rail Corporation
6250 River Road
Rosemont, IL 60018

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Mr. Vernon A. Williams
February 22, 2002
Page Two

A description of the railroad equipment covered by the enclosed document is:

150 railcars: 23 within the series FEC 70316 – FEC 70399 and 127 FEC 70773 – FEC 70899.

A short summary of the document to appear in the index follows:

Memorandum of Assignment

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23372-V FILED

MEMORANDUM OF ASSIGNMENT
(Surface Transportation Board)

FEB 22 '02

3-17 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT dated as of February 22, 2002, is between GREENBRIER LEASING CORPORATION, a Delaware corporation ("Greenbrier"), and FIRST UNION RAIL CORPORATION, a North Carolina corporation ("FURC").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Greenbrier, as lessor has leased certain railroad cars more particularly described on Schedule 1 attached hereto (the "Cars") pursuant to that certain Lease Agreement dated as of May 1, 2000, and Rider No. 11 thereto (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Florida East Coast Railway, LLC.

B. A Memorandum of Lease was filed with respect to Rider No. 11 on February 13, 2002, under recordation number 23372-T.

C. Greenbrier and FURC are parties to that certain Assignment and Assumption Agreement dated August 31, 2001, and Assignment and Assumption Schedule No. 4 thereto dated on even date herewith, pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease with respect to the Cars to FURC.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION

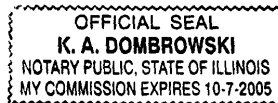
By: Richard F. Seymour
Name: Richard F. Seymour
Title: Vice President Sales & Marketing

STATE OF ILLINOIS)
COUNTY OF COOK) ss:

On the day of February, 2002, before me personally appeared Richard F. Seymour to me personally known, who being by me duly sworn, says that he is the Vice President Sales & Marketing of First Union Rail Corporation that the foregoing instrument was signed on behalf of said corporation, and he/she acknowledged that the execution of the said instrument was their free act and deed.

K. A. Dombrowski
Notary Public for Cook County, Illinois
My commission expires: 10-7-2005

[notary seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

GREENBRIER LEASING CORPORATION

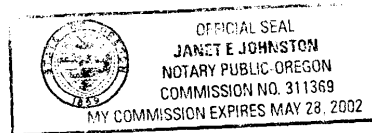
By: Mark Rittenbaum
Name: Mark Rittenbaum
Title: Vice President

STATE OF OREGON)
) ss:
COUNTY OF CLACKAMAS)

On the 19th day of February, 2002, before me personally appeared Mark Rittenbaum to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he/she acknowledged that the execution of the said instrument was their free act and deed.

Janet E. Johnston
Notary Public for Oregon
My commission expires: 5/28/2002

[notary seal]



SCHEDULE I

RAILCAR LIST

One hundred fifty (150) stand-alone double-stack railcars marked and numbered as follows:

1. FEC 70316	45. FEC 70794	89. FEC 70838	133. FEC 70882
2. FEC 70334	46. FEC 70795	90. FEC 70839	134. FEC 70883
3. FEC 70345	47. FEC 70796	91. FEC 70840	135. FEC 70884
4. FEC 70346	48. FEC 70797	92. FEC 70841	136. FEC 70885
5. FEC 70353	49. FEC 70798	93. FEC 70842	137. FEC 70886
6. FEC 70354	50. FEC 70800	94. FEC 70843	138. FEC 70887
7. FEC 70364	51. FEC 70799	95. FEC 70844	139. FEC 70888
8. FEC 70369	52. FEC 70801	96. FEC 70845	140. FEC 70889
9. FEC 70370	53. FEC 70802	97. FEC 70846	141. FEC 70890
10. FEC 70375	54. FEC 70803	98. FEC 70847	142. FEC 70891
11. FEC 70387	55. FEC 70804	99. FEC 70848	143. FEC 70892
12. FEC 70388	56. FEC 70805	100. FEC 70849	144. FEC 70893
13. FEC 70389	57. FEC 70806	101. FEC 70850	145. FEC 70894
14. FEC 70390	58. FEC 70807	102. FEC 70851	146. FEC 70895
15. FEC 70391	59. FEC 70808	103. FEC 70852	147. FEC 70896
16. FEC 70392	60. FEC 70809	104. FEC 70853	148. FEC 70897
17. FEC 70393	61. FEC 70810	105. FEC 70854	149. FEC 70899
18. FEC 70394	62. FEC 70811	106. FEC 70855	150. FEC 70898
19. FEC 70395	63. FEC 70812	107. FEC 70856	
20. FEC 70396	64. FEC 70813	108. FEC 70857	Total Cars: 150
21. FEC 70397	65. FEC 70814	109. FEC 70858	
22. FEC 70398	66. FEC 70815	110. FEC 70859	
23. FEC 70399	67. FEC 70816	111. FEC 70860	
24. FEC 70773	68. FEC 70817	112. FEC 70861	
25. FEC 70774	69. FEC 70818	113. FEC 70862	
26. FEC 70775	70. FEC 70819	114. FEC 70863	
27. FEC 70776	71. FEC 70820	115. FEC 70864	
28. FEC 70777	72. FEC 70821	116. FEC 70865	
29. FEC 70778	73. FEC 70822	117. FEC 70866	
30. FEC 70779	74. FEC 70823	118. FEC 70867	
31. FEC 70780	75. FEC 70824	119. FEC 70868	
32. FEC 70781	76. FEC 70825	120. FEC 70869	
33. FEC 70783	77. FEC 70826	121. FEC 70870	
34. FEC 70784	78. FEC 70827	122. FEC 70871	
35. FEC 70785	79. FEC 70828	123. FEC 70872	
36. FEC 70786	80. FEC 70829	124. FEC 70873	
37. FEC 70782	81. FEC 70830	125. FEC 70874	
38. FEC 70787	82. FEC 70831	126. FEC 70875	
39. FEC 70788	83. FEC 70832	127. FEC 70876	
40. FEC 70789	84. FEC 70833	128. FEC 70877	
41. FEC 70790	85. FEC 70834	129. FEC 70878	
42. FEC 70791	86. FEC 70835	130. FEC 70879	
43. FEC 70792	87. FEC 70836	131. FEC 70880	
44. FEC 70793	88. FEC 70837	132. FEC 70881	